

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF OCH-ZIFF HOLDING CORPORATION**

September 28, 2016

The undersigned, being the sole director of the Corporation (as defined below), hereby ratifies, approves, adopts and consents to the following resolutions as the action of the Board (as defined below), pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL"); without the formality of a meeting. It is the intent of the undersigned that this consent be executed in lieu of a meeting of the Board, and that it shall be filed with the minutes of proceedings of the Board.

PLEA AGREEMENT BY OZ AFRICA

WHEREAS, Och-Ziff Capital Management Group LLC, a Delaware limited liability company (the "Company"), has been engaged in discussions with the U.S. Department of Justice, Criminal Division, Fraud Section (the "DOJ") and the United States Attorney's Office for the Eastern District of New York (together with the DOJ, the "Offices") regarding issues arising in relation to certain improper payments to foreign officials to facilitate and assist in obtaining business for the Company;

WHEREAS, in order to resolve such discussions, the Company has agreed to enter into a deferred prosecution agreement with the Offices (the "Deferred Prosecution Agreement") and it is also proposed that OZ Africa Management GP, LLC, a Delaware limited liability company ("OZ Africa"), plead guilty pursuant to a plea agreement substantially in the form attached as Annex A hereto in the United States District Court for the Eastern District of New York (the "Plea Agreement"), to be filed simultaneously with the Deferred Prosecution Agreement;

WHEREAS, Och-Ziff Holding Corporation, a Delaware corporation (the "Corporation"), is the general partner of OZ Management LP, the managing member of OZ Africa ("OZM");

WHEREAS, David M. Becker, Esq., Chief Legal Officer of the Company, together with outside counsel for the Company and outside counsel for the Audit Committee, have advised the Board of Directors of the Corporation (the "Board") of OZ Africa's rights, possible defenses, the Sentencing Guidelines' provisions, and the consequences of OZ Africa entering into the Plea Agreement with the Officers;

WHEREAS, the Board desires to approve the terms set forth in the Plea Agreement and authorize any director or officer of the Company, the Company's Chief Legal Officer or his designee, and Gibson, Dunn & Crutcher LLP, outside counsel to the Company and OZ Africa, to execute the Plea Agreement on behalf of OZ Africa (each such person, an "Authorized Person"); and

WHEREAS, the Board desires to authorize each Authorized Person to waive indictment on behalf of OZ Africa, to appear on behalf of OZ Africa in any proceedings relating to the Plea Agreement and the matters to which the Plea Agreement relates and to take all ancillary or related acts on behalf of OZ Africa.

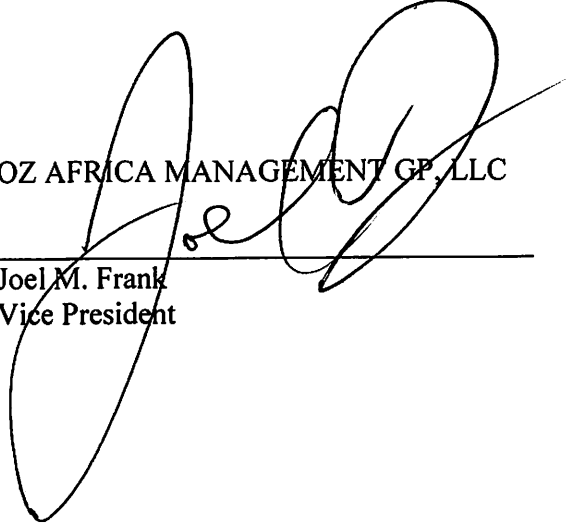
Vice President for the Defendant and that I have been duly authorized by the Defendant to execute the Agreement on behalf of the Defendant.

Date: 9/29/2016

By:

OZ AFRICA MANAGEMENT GP, LLC

Joel M. Frank
Vice President

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke, is written over the printed name and title of Joel M. Frank.